



Code of Conduct

May 2016

www.newcrest.com.au



Message from the CEO

At Newcrest, our vision is to be the 'Miner of Choice' for our investors, our employees and for the communities in which we operate.

Central to this vision is a commitment to live by our values, which include acting with integrity and honesty. We understand that we will enjoy the confidence and trust of our stakeholders when we deliver on our commitments, and act responsibly and ethically.

This Code of Conduct is Newcrest's blueprint for the way we do business. It covers a wide variety of topics that fall into four main areas: *How We Engage With Each Other At Work*, *How We Engage With Our Communities*, *How We Do Business* and *How We Use Newcrest Resources*.

It details what we stand for, how we interact with our stakeholders and what they can expect from us. It also provides guidance for employees about Newcrest's expectations of them in their day to day work.

Please take the time to review the Code and understand your responsibilities and rights as a Newcrest employee.

Yours sincerely

Sandeep Biswas
Managing Director and Chief Executive Officer
Newcrest Mining Limited

May 2016

**The General Counsel and Company Secretary is responsible for the maintenance of this Code of Conduct and assisting managers in its application and interpretation.
Contact:**

Francesca Lee
General Counsel & Company Secretary
Francesca.Lee@newcrest.com.au
Ph: +61 3 9522 5371

Part 1 – How We Use the Code of Conduct

- ***Why we have a Code of Conduct***

Newcrest's Code of Conduct is designed to clearly state the way we conduct ourselves in business with our internal and external stakeholders.

This Code of Conduct acts as guidance for all employees. It encapsulates our policies and values and is a map to assist us along the path to being the 'Miner of Choice'. The Code is supported by more detailed policies, standards, procedures and guidelines which are referred to in the Code and are available on Newcrest's website and intranet.

Employees' questions regarding the Code of Conduct should be directed to their managers in the first instance.

- ***Who the Code of Conduct applies to***

This Code of Conduct is for everyone who works for Newcrest Mining. It therefore applies to all directors, officers, employees, contractors, consultants and third parties who work for, or with, the Company.

Where Newcrest has relationships with suppliers and joint ventures we encourage them to observe the practices, guidelines and protocols of the Code of Conduct.

- ***Observance of the Code of Conduct***

Newcrest endeavours to make the Code of Conduct accessible to all employees, contractors consultants and stakeholders. It is therefore available in printed and electronic formats and has been translated into Tok Pisin, Bahasa Indonesia, Fijian and French. It is also on Newcrest's internet and intranet.

Newcrest's management will strive to ensure that the Code of Conduct is observed in both word and spirit by all who represent the Company.

- ***Protection of Newcrest's Interests***

Newcrest's employees must conduct themselves with honesty and integrity beyond the test of legal legitimacy. They must avoid actions that compromise Newcrest's legitimate interests or objectives.

- ***Breaches of Conduct***

It is every employee's responsibility to report to their manager any breach of the Code of Conduct or any matter of serious concern. Employees who report incidents of misconduct will be granted the full protection of the Board of Newcrest.

It is mandatory that any breach of the Code involving collusion, dishonesty or misuse of Company funds, assets or information (including the suppression of information) be reported immediately. If an employee feels unable to discuss a breach with their immediate manager, or is unhappy with their manager's response then it can be raised with the General Counsel and Company, or reported through Newcrest's Speak Out Service. Any employee who reports

a breach will be advised of the outcome of that matter. All other matters or enquiries relating to the Code, its meaning and operation, should be directed initially to your manager.

- ***Speak Out Service***

At Newcrest we understand that on becoming aware of a breach of conduct not all employees may feel comfortable discussing that misconduct publicly because of concerns about potential repercussions. We ensure that our employees are provided with various mechanisms to resolve any concerns arising from their employment.

To this end, the Speak Out Service is a confidential and anonymous way for all Newcrest employees, contractors, consultants and suppliers to report or raise concerns about misconduct at work through an independent externally operated body. The Service is available 24 hours a day, 7 days a week and employees, contractors, consultants and suppliers can contact the Service via freecall, email, facsimile, website and reply paid letter, on an anonymous basis.

By offering this Service, Newcrest is fostering an environment that affords appropriate protection from fear of retribution for those who wish to make a disclosure or air a concern.

- Supporting documents: *Fair Treatment Procedure, Resolving Workplace Behaviour Complaints Procedure, Speak Out Standard and Performance Improvement Procedure*

Part 2 - How We Engage With Each Other At Work

- **Safety**

The safety of our employees, contractors and visitors is paramount. Our target is to achieve zero injuries in the workplace by continuing to develop a culture of safe behaviour inside and outside of the workplace. Our goal is for all employees, contractors and visitors to return home safe and sound.

We operate in accordance with our safety management system and provide effective training and the right equipment to enable people to work safely. We comply with all relevant legislation.

- Supporting document: *Safety and Health Policy*

- **Health**

The health and wellbeing of our employees is of paramount importance. We are committed to ensuring that there are no occupational health issues in the workplace. We have implemented a variety of health management systems and promote a healthy work-life balance. We comply with all relevant legislation.

- Supporting document: *Safety and Health Policy*

- **Security**

The safety and security of our people is high priority. We are committed to providing our people with a safe and secure work environment and protecting our operations, product and reputation.

- Supporting document: *Security Policy*

- **Drug and Alcohol Use**

We do not condone the use of substances that may impair the ability to function effectively in our work environment or which could put at risk the health and safety of ourselves or those around us.

- Supporting document: *Safety and Health Policy*

- **Employee Relations**

Our relationship with employees is built on mutual trust, and respect for the dignity and worth of each individual and we strive to maintain a direct, honest and open relationship with all our employees.

Newcrest supports a culture where all employees are confident to raise any concerns regarding any matter related to their employment directly with their immediate manager.

Newcrest recognises that employees have the right to belong, or not to belong, to an employee organisation. We comply with all applicable laws aimed at protecting freedom of association

at the workplace. The Company will deal with employee organisations in accordance with the *Employee Organisations Standard*.

- Supporting documents: *Diversity Policy, High Performance Policy and Employee Organisations Standard*

- ***Professional Behaviour***

We strive to have a workplace where employees treat each other with dignity, respect and consideration at all times. We do not condone unprofessional behaviour. We do not tolerate behaviour that can be perceived as bullying or a form of intimidation, nor do we tolerate sexual or workplace harassment.

- Supporting document: *Information Technology and Information Management Policy and Workplace Behaviour Standard*

- ***Diversity***

We encourage the development of an inclusive and diverse workforce. We benefit from bringing together talented people of different gender, age, ethnicity and cultural backgrounds who possess a diverse range of experiences and perspectives. This helps create an environment that supports Newcrest achieve its potential in a global market.

- Supporting document: *Diversity Policy*

Part 3 - How We Engage With Our Communities

- **Communities and Indigenous Peoples**

Our goal is to be the 'Miner of Choice' for the communities where we explore and operate. We respect the cultural values, traditions and beliefs of those communities. Our aim is to have an open and honest long-term partnership with those communities in which we operate that will be mutually beneficial during Newcrest's presence and beyond.

We will adhere to the laws and regulations of the country in which we operate and apply sound internationally recognised principles and practices in all related fields of work with those communities.

- Supporting document: *Communities Policy*

- **Land Access and Compensation**

A key element in our ability to operate in all jurisdictions is access to land. We observe appropriate local and national protocols and policies for land access and land use while working with local communities to ensure their engagement in the process.

In our negotiations with communities we will ensure that there is fair compensation for impacts to land.

- **Human Rights**

We are committed to respecting the human rights of all stakeholders. We seek to prevent or mitigate any negative impacts of our activities, and maximise our positive impacts, including in relation to human rights, and to ensure that our operations do not contribute to unlawful armed conflict.

- Supporting document: *Human Rights Policy*

- **Environment**

We are committed to achieving excellence in the standard of environmental performance in all our business activities and we continuously strive to improve our overall environmental performance. This includes identifying opportunities for the efficient use of energy and water, minimising waste, contributing to the conservation of biodiversity and applying sound practice to land use planning and rehabilitation.

We will work with government, traditional owners and local residents to identify and address relevant environmental issues associated with our activities. As a minimum standard, we will comply with all relevant environmental laws and regulations in the country where the operation is located.

We will maintain transparency of our environmental performance through the preparation of an annual Sustainability Report.

- Supporting documents: *Environmental Policy*

- **Government**

Maintaining a sound professional relationship with all levels of government is an essential part of our ability to do business. We are committed to working with all levels of government and their agencies and employees in an honest, transparent and ethical manner. This does not mean that we necessarily agree with the policies or condone all aspects of conduct of government of the countries in which we operate.

Where our employees are engaged in dialogue with government, those individuals must comply with all relevant laws and regulations relating to such relationships.

Caution must be observed when engaging government officials or employees to perform services for Newcrest. Terms and conditions of the arrangement must be accurately documented and careful consideration must be given to the appropriateness of entering into such arrangements and the alternatives available.

- **Political Contributions and Activities**

We do not make cash or in-kind contributions to political parties or contribute to political fundraising activities. This applies equally in all jurisdictions in which Newcrest operates or is contemplating a future presence.

We do recognise our employees' rights to participate as individuals in the political process and in their own right.

- Supporting document: *Donations Policy*

- **Donations and Sponsorships**

Newcrest is committed to conducting itself as a good corporate and community citizen. This includes making donations and participating in sponsorship programmes which make a positive social impact.

The donations programme has been established to provide support for the activities of selected not-for-profit organisations that work in the areas of improving health, wellbeing, training and education outcomes within the communities in which we operate.

Our sponsorship programme is designed to align with our values and to mutually benefit both parties. The sponsorship program is based on a clear mutual understanding of the purpose and ultimate objectives of both parties. We ensure that the involvement is transparent by implementing appropriate administrative frameworks and annual budgets.

- Supporting documents: *Donations Policy* and *Sponsorship Policy*

Part 4 - How We Do Business

Employees' questions regarding any of the following aspects of how we do business should, in the first instance, be directed to their manager. The office of the General Counsel and Company Secretary is available to assist managers in the interpretation and application of the Code.

- ***Conflict of Interest***

As Newcrest employees, we owe our first loyalty to Newcrest. Employees wishing to serve as directors or trustees of another organisation must advise and seek approval from their immediate manager. Employees who are members of professional organisations must be conscious of their obligations to their employer Newcrest as well as their obligations as members of those professional organisations.

- ***Bribery and Corruption***

Activities involving bribery, corruption, facilitation payments, secret commissions, and money laundering are strictly prohibited at Newcrest. This policy applies in all the jurisdictions in which we operate and applies to both public officials and private organisations and individuals.

Bribery involves improperly giving, offering or promising a benefit (direct or indirect, monetary or otherwise) to a person, to obtain or retain a business advantage that is not legitimately due or to induce or reward the improper exercise of the duties or functions of a public official or a person within the public or private sector.

Facilitation payments are minor unofficial payments made to public officials either directly or indirectly to expedite or secure the performance of routine government action (for example, to facilitate the expedition of applications for visas, licences etc).

Secret commissions are payments by Newcrest of undisclosed commissions to third party agents to influence them in their dealings with the parties they represent or for which they act.

Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Newcrest also prohibits any conduct that is in breach of Sanctions Laws relating to the implementation of sanctions against any country, individual or entity.

Newcrest prohibits the giving or receiving of gifts, entertainment or sponsored travel in circumstances which could give rise to undue influence. The practice of giving corporate gifts and arranging corporate hospitality varies between countries, regions and industries, and what may be common in one place may not be in another. Newcrest personnel must approach this issue carefully and conservatively.

In the event an employee becomes aware of an actual or suspected situation which may lead to bribery or corruption it should be promptly reported to that employee's manager and to the General Counsel and Company Secretary.

- Supporting documents: *Anti-Bribery and Corruption Policy* and *Gifts, Entertainment and Functions Standard*

- ***Gifts and Hospitality***

Employees must not seek, offer or accept any payments, gifts, benefits or entertainment beyond that which is considered as normal and legitimate business practice. Any payment, gift, benefit or entertainment which could be perceived as a reward or encouragement for preferential treatment will be considered improper. The giving or receiving of a gift or entertainment with an estimated value greater than AUD\$250 must be registered on Newcrest's online Gift and Entertainment Register. Approval from your General Manager is required for the giving or receiving of gifts with a value of more than AUD\$500.

- Supporting documents: *Anti-Bribery and Corruption Policy* and *Gifts, Entertainment and Functions Standard*

- ***Insider Trading of Shares or Other Securities***

Insider trading is illegal, can lead to criminal prosecution and can also lead to civil penalties and compensation orders. Where employees have confidential information about Newcrest or other companies related to Newcrest they must keep such information confidential and must not use this information for an individual's financial or other personal benefit before it is made public.

Employees should make themselves aware of the Company's *Securities Dealing Policy* including periods when trading or otherwise dealing in Newcrest's shares by themselves or any connected third parties is not permitted. Any questions should be directed in the first instance to the General Counsel and Company Secretary.

- Supporting document: *Securities Dealing Policy*

- ***Dealing with Third Parties/Suppliers***

We are committed to achieving excellence in all our business activities which includes our dealings with third parties and suppliers. Third parties often play a role in representing the Company and can impact on our corporate reputation. Care must therefore be taken in determining the appropriate individuals or organisations when engaging third parties to work with and for the Company. Third parties must also be made aware of, and required to, comply with Newcrest's Code of Conduct when engaged on Newcrest work.

Employees and suppliers must maintain the highest level of ethical behaviour and standards in all supply chain activities. In dealing with suppliers, we will establish business dealings and agreements that are open, fair and satisfactory to both Newcrest and the supplier. Confidentiality will be maintained over pricing and any other proprietary information relevant to the Company and its suppliers.

- Supporting document: *Supply Policy*

Part 5 – How We Use Newcrest Resources

- **Accuracy in Company Records and Reports**

The accuracy, use and handling of information are critical to Newcrest's integrity and reputation. Employees must ensure that information is recorded by them honestly and accurately and that all Company records are accurate and do not give a false view of the state of our business. All information must comply with Newcrest's own internal process as well as all relevant financial, legal and regulatory requirements. This information must be made known to relevant managers so the Company can meet its obligation to keep the market fully informed about its activities.

- Supporting documents: *Exploration Results, Mineral Resources and Ore Reserves Public Reporting Policy and Market Disclosure Policy*

- **Electronic Information**

Internet and email access is provided for business purposes to all employees, acknowledging that a reasonable amount of personal use is permitted. Strict guidelines are in place as to what is designated as inappropriate use of these resources including access or downloading pornographic material, access or downloading defamatory, obscene or offensive material, online gambling and violating or attempting to violate any law.

- Supporting documents: *Information Technology and Information Management Policy and Workplace Behaviour Standard*

- **Property**

All Newcrest financial assets and physical property should only be used for the benefit of the Company. Employees of Newcrest have a responsibility to protect these resources at all times and not use those resources for personal gain or alter, destroy or dispose of those resources without prior approval and authorisation or remove or use those resources without prior approval and authorisation.

- **External Communications**

Newcrest must comply with all rules and regulations regarding the continuous disclosure of relevant information in the marketplace in a timely, accurate, consistent and complete manner.

All information that is sent out externally to the media, investor relations stakeholders, shareholders and regulatory bodies must be approved by the appropriate senior manager. Public statements must only be made by those within the Company who are authorised spokespersons. If an individual is approached by the media they must direct the enquiry to Corporate Affairs or their local site communications representative. Employees must not present personal views as those of Newcrest in any media, including social media.

- Supporting documents: *Media and External Communications Policy, Market Releases and Investor Relations Policy and Market Disclosure Policy*

- **Intellectual Property**

Intellectual property can take several forms including: patents, copyrights, trademarks, industrial designs, specialist know-how and trade secrets. Newcrest's intellectual property is an important and valuable asset for the Company. Protocols and processes are in place for the use and protection of this information and these must be followed. It is essential that Newcrest's intellectual property is protected and not released to those who are not legitimately entitled to that information. Individuals who are not employed by Newcrest, but will have access to this information, are required to sign a confidentiality agreement. External parties are not permitted to use Newcrest's brand without approval.

We must also consider the intellectual property of other companies, organisations, suppliers and customers and must consider the implications of copying or distributing their written or electronic resources.

- Supporting document: *Information Technology and Information Management Policy*

- **Confidential Information**

We value the importance of protecting both the Company's and other individual or companies' confidential information. When working with confidential information, employees must ensure that any papers or files are stored properly and not readily visible to or accessible by unauthorised persons. Employees should exercise due care in their conversation outside Newcrest and never use this confidential information or other Company resources for private purposes.

- Supporting document: *Information Technology and Information Management Policy*

- **Data Privacy**

At Newcrest a variety of information that could be described as "personal information" about employees, suppliers, customers, current and former shareholders and directors is collected for business purposes. We use the data correctly and appropriately, always respecting the privacy of those that have had their information collected. The relevant laws and regulations pertaining to the protection of this personal data must be observed at all times.

- Supporting document: *Information Technology and Information Management Policy*